

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Hearing Date: November 29, 2005 at 10:00 a.m.

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et at,	:	
	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER GRANTING LEAD PLAINTIFFS' MOTION  
FOR A LIMITED MODIFICATION OF THE AUTOMATIC STAY**

Upon the motion dated November 15, 2005 (the "Motion") of Teachers' Retirement System Of Oklahoma, Public Employees' Retirement System Of Mississippi, Raiffeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP (collectively, the "Lead Plaintiffs"), the court-appointed Lead Plaintiffs in the securities class action entitled *In re Delphi Corp. Securities Litigation*, Master File No. 1:05-CV-2637 (NRB)(SDNY) pursuant to Section 362(d) of title 11, United States Code (the "Bankruptcy Code"), for an order modifying the automatic stay to permit the Lead Plaintiffs, to obtain from Delphi Corporation (Delphi or the "Debtor"): a copy of all documents and materials Delphi has produced or provided, in connection with any inquiries or investigations relating to Delphi's accounting practices or business affairs, to any of the following: (a) the Executive branch of the United States Government (including but not limited to the United States Department of Justice and the Securities and Exchange Commission) or (b) Wilmer Cutler & Pickering in connection with its representation of the Special Investigative Committee of Delphi's Board of Directors;

including, without limitation the documents described in paragraph 5 of the Motion; and after considering the response(s) and objection(s) thereto, and the Court having jurisdiction to consider and determine the Motion and the relief sought therein in accordance with 28 U.S.C. §1334; and a hearing (the “Hearing”) having been held on November 29, 2005, with all appearances noted on the record after due and adequate notice; and the Court having found that cause exists to modify the automatic stay for the reasons set forth in the Motion and on the record of the Hearing; and upon the Motion, the responses, and all the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED** that the Motion is granted; and it is further

**ORDERED** that, pursuant to section 362(d) of the Bankruptcy Code, the automatic stay is modified so as to allow the Lead Plaintiffs to obtain from the Debtor:

A copy of all documents and materials Delphi has produced or provided, in connection with any inquiries or investigations relating to Delphi’s accounting practices or business affairs, to any of the following:

(a) the Executive branch of the United States Government (including but not limited to the United States Department of Justice and the Securities and Exchange Commission);

(b) Wilmer Cutler & Pickering in connection with its representation of the Special Investigative Committee of Delphi's Board of Directors; and

(c) including, without limitation, the documents described in paragraph 5 of the Motion.

And it is further

**ORDERED** that the requirement under Rule 9013-1(b) of the Local Bankruptcy Rules of the Southern District of New York for the filing of memorandum of law is waived.

Dated: New York, New York  
November \_\_, 2005

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE